

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

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September __, 2000

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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

RECORDATION NO.

SEP 26 '00

SURFACE TRANSPORTATION BOARD

FILED

4-37 PM

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2000-N

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 2000-N), dated as of September 27, 2000, among State Street Bank and Trust Company, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*").

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	State Street Bank and Trust Company Goodwin Square 225 Asylum Street Hartford, Connecticut 06103 Attention: Corporate Trust Department
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Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration
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The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 9 Dash 9-44 CW diesel electric locomotives bearing the reporting marks

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CHAPMAN AND CUTLER

within the series BNSF 5420 through BNSF 5462; all as specifically described in Exhibit A attached hereto.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1600 K Street, N.W.
Suite 200
Washington, D.C. 20006-2973

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 2000-N) among State Street Bank and Trust Company, as Indenture Trustee, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103 and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of September 27, 2000, covering certain locomotives having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of September 27, 2000, the Memorandum of Trust Indenture and Security Agreement, dated as of September 27, 2000, the Memorandum of Trust Indenture Supplement No. 1, dated as of September 27, 2000, and the Memorandum of Lease Supplement No. 1, dated as of September 27, 2000, which were recorded with the Surface Transportation Board on September __, 2000 at __:__ __.m. under recordation numbers ____, ____, ____, and ____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	9	BNSF 5420 through BNSF 5421, inclusive; BNSF 5424 through BNSF 5425, inclusive; BNSF 5458 through BNSF 5462, inclusive

SEP 26 '00

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MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 2000-N)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, made and entered into as of September 27, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and State Street Bank and Trust Company, a Massachusetts state chartered trust company, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 2000-N), dated as of September 1, 2000, and Lease Supplement No. 1 thereto, dated September 27, 2000, covering certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on September __, 2000 at ____ .m. under recordation numbers ____ and ____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-N), dated as of September 1, 2000, and Trust Indenture Supplement No. 1 thereto, dated September 27, 2000, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to State Street Bank and Trust Company, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on September __, 2000 at ____ .m. under recordation numbers ____ and ____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name: **JAMES P. LAWLER**
Title: **Vice President**

Executed on this 28th day of September, 2000.

STATE STREET BANK AND TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of September, 2000.

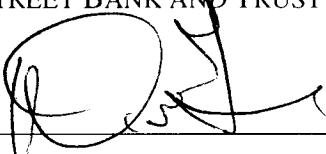
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2000.

STATE STREET BANK AND TRUST COMPANY

By  _____
Name:
Title:

DENNIS FISHER
ASSISTANT VICE PRESIDENT

Executed on this 20th day of September, 2000.

STATE OF Delaware)
)
COUNTY OF New Castle) SS.:

On this, the 20th day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 20, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leigh Ennis
Name: LEIGH ENNIS
Notary Public NOTARY PUBLIC
My Commission Expires My Commission Expires August 1, 2002
Residing in Delaware

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of STATE STREET BANK AND TRUST COMPANY, that said instrument was signed on September __, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public _____
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on September __, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

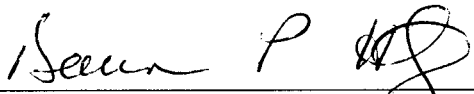
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF **CONNECTICUT**)
) SS.:
COUNTY OF **HARTFORD**)

On this, the 20th day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared **DENNIS FISHER** who being by me duly sworn, says that (s)he is the Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, that said instrument was signed on September 20, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: **DAWN P. HEINTZ**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES MAY 31, 2002**
Residing in SIMSBURY, CT

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	9	BNSF 5420 through BNSF 5421, inclusive; BNSF 5424 through BNSF 5425, inclusive; BNSF 5458 through BNSF 5462, inclusive